

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-1139
	)	
Reorganized Debtors.	)	<b>Re: Docket No: 32188 and 32384</b>

**CERTIFICATION OF COUNSEL REGARDING REVISED ORDER GRANTING  
FINAL APPLICATION OF THE OFFICIAL COMMITTEE OF ASBESTOS  
PROPERTY DAMAGE CLAIMANTS FOR REIMBURSEMENT OF  
EXPENSES TO COMMITTEE MEMBERS AND THEIR COUNSEL**

The undersigned hereby certifies the following:

1. On May 12, 2014, The Official Committee of Property Damage Claimants (“PD Committee”), filed its *Final Application of the Official Committee of Asbestos Property Damage Claimants for Reimbursement of Expenses to Committee Members and Their Counsel* [Docket No. 32188] (the “Final Application”).

2. The Final Application requested approval of \$179,788.28<sup>2</sup> in expenses and \$5,969.22 in Supplemental Expenses.

3. Pursuant to the *Notice of Application* objections to the relief requested in the Application were to be filed and served by June 2, 2014 at 4:00 p.m. The undersigned certifies that he has caused the Court’s docket in this case to be reviewed and no answer, objection or other responsive pleading to the Motion appears thereon.

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<sup>1</sup> The Reorganized Debtors are: W. R. Grace & Co. and W. R. Grace & Co.-Conn.

<sup>2</sup> Reflects reduction based on review and recommendations by Fee Auditor.

4. On August 19, 2014, Warren H. Smith & Associates, P.C. (the “Fee Auditor”) filed the *Fee Auditor’s Final Report Regarding the Fourteenth, Eighteenth, and Nineteenth Interim Statements and the Final Application of the Official Committee of Asbestos Property Damage Claimants for Reimbursement of Expenses to Committee Members and Their Counsel* [Docket No. 32384] [the “Fee Report”]. The Report requested a reduction in the amount of \$6,133.15 from the Application.

5. The PD Committee and the Reorganized Debtors have conferred and resolved the issues relating to the fee reduction.

6. Attached hereto as Exhibit A is a proposed *Order Granting Final Application of the Official Committee of Asbestos Property Damage Claimants for Reimbursement of Expenses to Committee Members and Their Counsel* (the “Proposed Order”).

7. The Reorganized Debtors and Counsel for the PD Committee have reviewed the Proposed Order, and it is acceptable to them.

8. The Reorganized Debtors and the PD Committee have consulted the Fee Auditor who has indicated that he has no opinion about this accommodation that has been reached between the Reorganized Debtors and the PD Committee but does not oppose entry of the Proposed Order.

Accordingly, the Reorganized Debtors respectfully request entry of the Proposed Order attached hereto as **Exhibit A** at the Court's earliest convenience.

Dated: May 6, 2016

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